

1 **UNITED STATES SQUASH RACQUETS ASSOCIATION, INC.**
2 **AMENDED AND RESTATED BY-LAWS**
3 **Effective July 1, 2007, Amended May 20, 2011, May 18, 2012, May 17, 2013,**
4 **September 20, 2013, November 15, 2013, June 19, 2015, June 17, 2016, June 23,**
5 **2017, October 20, 2017, June 21, 2019, June 19, 2020. May 7, 2021, November 30,**
6 **2021 and October 25, 2024.**
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9 **ARTICLE I**
10 **NAME, MISSION, PERMITTED ACTIVITIES AND REQUIREMENTS**
11

12 Section 1. *Name.* The name of the corporation is the United States Squash Racquets
13 Association, Inc. (referred to hereafter in these By-laws as this “Association”). The
14 Association may establish such acronyms or abbreviations as may be appropriate for
15 business use, and may establish logos, service marks, or trademarks as may be appropriate
16 to further its purposes, mission, recognition and goals.
17

18 Section 2. *Primary Purpose and Mission.* The purposes of this Association are as set forth
19 in its Certificate of Incorporation and in any amendment thereof. This Association shall be
20 a Not-for-Profit Corporation incorporated and licensed pursuant to the laws of the State of
21 New York. This Association is the National Governing Body for the sport of squash with
22 the mission to promote, develop and increase participation in squash throughout the United
23 States of America.
24

25 Section 3. *Permitted Activities.* This Association shall not carry on any activities not
26 permitted to be carried on by a corporation exempt from Federal income tax under Section
27 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding
28 provision of any future United States Internal Revenue law).
29

30 Section 4. *Requirements.* This Association shall (i) be a member of or otherwise be
31 affiliated with the World Squash Federation (“WSF”); (ii) hold regular national
32 championships; (iii) actively participate in such international competitions and such
33 continental, regional, and/or world championships as may be available in the sport of
34 squash; (iv) meet the obligations imposed on a National Governing Body of a sport by
35 the United States Olympic & Paralympic Committee (“USOPC”) By-laws including
36 adherence to the anti-doping rules and regulations of the USOPC which require
37 compliance with the policies and procedures of the independent anti-doping organization,
38 the United States Anti-Doping Agency (“USADA”) and to the SafeSport rules and
39 regulations of the USOPC which require compliance with the policies and procedures of
40 the independent safe sport organization, the United States Center for SafeSport
41 (“USCSS”); and (v) adopt a Code of Ethics and a Conflict of Interest Policy applicable to
42 all members of the Board of Directors, employees, officers, committee members, and
43 volunteers, requiring each member of the Board of Directors, employee and officer and
44 committee chair to annually certify compliance with the Code of Ethics, disclosing any
45 possible conflict for review by the Judiciary Committee.

46 **ARTICLE II**
47 **OFFICES OF THIS ASSOCIATION**
48

49 The principal office and place of business of this Association shall be in the City of
50 Philadelphia, County of Philadelphia, State of Pennsylvania (hereinafter the “Association
51 Office”). The Board of Directors (hereinafter the “Board”) may from time to time establish
52 additional offices and places of business of this Association either within or without the
53 State of Pennsylvania provided that no less than three-quarters of full-time equivalent
54 employees remain based in Pennsylvania.
55

56 **ARTICLE III**
57 **MEMBERS**
58

59 Section 1. *Individual Members.* An individual person may become an Annual Member, a
60 Life Member, an Honorary Life Member or a member of such other class of individual
61 membership as may from time to time be established by the Board (hereinafter referred to
62 as “Members”). Individual persons may become Honorary Life Members upon election by
63 the Board. Any person, including, but not limited to, any person who is an athlete, coach,
64 trainer, manager, administrator, or official active in the sport of squash, may become an
65 Annual Member, Life Member or Honorary Life Member of this Association as herein
66 provided.
67

68 Section 2. *Membership Rights.* Annual Members, Life Members and Honorary Life
69 Members shall be entitled to vote at the Annual Meeting and special meetings of the
70 Members of this Association and to play, if otherwise qualified, in all tournaments and
71 matches played under the auspices of, or sanctioned by, this Association upon payment of
72 such fees or dues as may be prescribed for any such class of membership.
73

74 Section 3. *Member Clubs.* Any squash club or facility in the United States may become a
75 Member Club, without voting privileges, as provided for in Section 11 of this Article.
76

77 Section 4. *Corporate Member.* Companies manufacturing, selling or servicing goods
78 connected with the sport of squash may become a Corporate Member, without voting
79 privileges, as provided for in Section 11 of this Article.
80

81 Section 5. *District Association.* Any squash association in the United States defined as
82 having three (3) or more Member Clubs of this Association or at least fifty or more
83 individuals who are Members of this Association may be elected a District Association,
84 without voting privileges, as provided for in Section 11 of this Article. The foregoing
85 requirements for three (3) or more Member Clubs or at least fifty individual Members shall
86 not apply to those District Associations which were in good standing in this Association
87 on April 30, 1979.
88

89 Section 6. *Affiliated Member Club.* Any squash club or facility outside the United States
90 where the game of squash is played may become an Affiliated Member Club, without
91 voting privileges, as provided for in Section 11 of this Article.
92

93 Section 7. *Affiliated National Association.* Any national squash association may become
94 an Affiliated National Association, without voting privileges, as provided for in Section 11
95 of this Article.

96
97 Section 8. *Member Organization.* Any sports organization which conducts a national
98 program or regular national competition, amateur or otherwise, in the sport of squash, may
99 be elected a Member Organization, without voting privileges, as provided for Section 11
100 of this Article.

101
102 Section 9. *Playing Rules.* Member Clubs and District Associations shall use the Playing
103 Rules of this Association.

104
105 Section 10. *Resignation.* Members, whether voting or otherwise, may resign by written
106 declaration to the Chief Executive Officer (hereinafter the “CEO”) at the Association
107 Office.

108
109 Section 11. *Applications.* Application for membership by an organization wishing to
110 become a Member Club, a Corporate Member, District Association, an Affiliated Member
111 Club, an Affiliated National Association or Member Organization shall be made in writing
112 to the CEO at the Association Office, signed by an officer of such organization and
113 accompanied by payment for the applicable annual dues, if any, and shall contain an
114 undertaking that the organization will comply with these By-laws, the rules of this
115 Association, and the decisions of this Association's Board of Directors. Affiliated National
116 Associations, District Associations and Member Organizations must receive Board
117 approval to become Members of the Association.

118
119
120 **ARTICLE IV**
121 **MEETINGS OF THE MEMBERS**
122

123 Section 1. *Annual Meeting.* There shall be an Annual Meeting of the Members of this
124 Association each fiscal year as the Chairman of the Board shall determine. The purpose of
125 the Annual Meeting shall be to elect Directors duly nominated by the Board upon
126 recommendation by the Nominating and Governance Committee to fill any vacancies on
127 the Board as of, and to be effective, July 1 of each year, as well as to consider any other
128 business brought before the membership in accordance with these By-laws. The time and
129 the place of the Annual Meeting and any special meeting of the Members shall be fixed by
130 the Chairman of the Board. Notice of each Annual Meeting of the Members shall be
131 published prominently on the official website for the Association. The website posting or
132 other notice shall not take place less than four (4) weeks prior to the date of the meeting.

133
134 Section 2. *Special Meetings.* Special meetings of the Members of this Association may be
135 called by the Chairman of the Board at any time, provided the same notice is given to
136 Members as stated in Section 1 of this article.

137
138 Section 3. *Voting by Individual Members.* Individual Members entitled in the aggregate to
139 cast twenty-five (25) votes shall constitute a quorum at the Annual Meeting of the Members

140 or at any special meeting of the Members of this Association, but fewer than a quorum
141 shall have the power to adjourn from time to time until a quorum be present.
142

143 Section 4. *Member Voting Generally.* Only Annual Members, Life Members, and Honorary
144 Life Members, in good standing, shall be entitled to vote at an Annual Meeting or any
145 special meeting of the Members. Voting must be in person or by proxy duly executed by
146 such Member. One (1) representative of each Member Club, Corporate Member, District
147 Association, Affiliated Member Club, Affiliated National Association, and Member
148 Organization may attend and, at the sole discretion of the Chairman, may speak at each
149 Annual Meeting and special meeting of the Members, but such representatives may not
150 vote. As a substitute for a written proxy duly executed as set forth in the preceding sentence,
151 Members may assign their proxy via an established Internet based independent third-party
152 software system pursuant to detailed procedures recommended by management, approved
153 by the Nominating and Governance Committee along with review and confirmation of
154 results overseen by the Board of Review.
155

156 **ARTICLE V**

157 **VOTING**

158

159
160 Section 1. *Requirements.* Except as otherwise provided in these By-laws, voting at this
161 Association's meetings of the Members, Board, Standing Committees and any other
162 committees shall be in person, and each person, in good standing, shall be entitled to cast
163 one (1) vote. Except as otherwise specified in these By-laws, all voting shall be by majority
164 of a quorum. A motion shall not be passed if the vote is tied.
165

166 Section 2. *Participating Remotely.* When specifically authorized by the Chairman of the
167 Board or Chairperson of a Standing Committee or chairperson of any other committee to
168 do so, individuals may participate and vote in a meeting of such committee by means of a
169 conference telephone or similar communications equipment allowing all persons
170 participating in the meeting to hear each other at the same time. Participation by such means
171 shall constitute presence in person at the meeting including the counting of any member so
172 participating for purposes of a quorum.
173

174 Section 3. *Other Actions Taken.* Any action required or permitted to be taken by the Board
175 or any committee thereof may be taken without a meeting if all members of the Board or
176 the committee consent in writing to the adoption of a resolution authorizing the action. For
177 purposes of this Section 'consent in writing' shall include any form of electronic
178 communication directly from a Board (or as the case be, Committee) member, such as
179 email, not directly involving the physical transmission of paper, that otherwise creates a
180 record unambiguously attributable to that member that may be retained, retrieved and
181 reviewed by the designated recipient thereof, and that may be directly reproduced in paper
182 form by such a recipient suitable for placement with the organization's permanent records
183 including its minute book.
184

185 **ARTICLE VI**

186 **OFFICER, DIRECTOR AND STANDING COMMITTEE**

187

MEMBER REQUIREMENTS

Section 1. *Requirements.* Each Officer, Director and Standing Committee Member of this Association shall be a citizen or lawful permanent resident of the United States, eighteen (18) years of age or older, and an Annual Member, Life Member or Honorary Life Member of this Association.

Section 2. *Compensation.* No Director, Officer or Standing Committee Member of this Association shall receive directly or indirectly any salary or other compensation from this Association unless authorized by the Board.

Section 3. *Reimbursements.* Except for Athlete Directors who shall be reimbursed for travel costs related to attending Board meeting, no Director, Officer or Standing Committee Member of this Association shall be entitled to receive reimbursement for expenses incurred in the performance of services for this Association unless expressly authorized by the Board.

ARTICLE VII BOARD OF DIRECTORS

Section 1. *General Duties and Focus.* The general management of the business and affairs of this Association shall be vested in a Board of Directors. The Board shall oversee the selection of, determination of compensation, evaluation of, and termination of the CEO and focus on providing policy guidance and strategic direction with a long-term perspective while empowering the CEO to build and manage a staff-driven organization utilizing best practices. The Board shall also (i) review and approve the Association's strategic plan and budget, (ii) oversee the financial activities throughout the fiscal year, (iii) review and approve financial statements, annual reports, and financial and control policies, and select independent financial auditors (iv) ensure that athlete safety rules, policies, and procedures comply with the requirements of the USOPC and US Center for SafeSport and, (v) have sole responsibility for governance of this Association.

Section 2. *Association Policy and Procedure Manual.* The Board shall adopt, maintain, and keep published on the primary website of the Association, a comprehensive manual of policies and procedures to govern this Association's operations (as amended, restated or otherwise modified from time to time by the Board, the "Association's Policies and Procedures").

Section 3. *Diversity of Participation, Purpose, and Discussion.* The Association shall seek to be governed by a diverse Board whose members are elected without regard to race, color, religion, national origin or gender, with reasonable representation on the Board of both males and females. The Board shall be sensitive to the desirability of diversity at all levels of the Association and shall develop and implement policies of diversity supported by meaningful efforts to accomplish this goal. The Board shall seek to provide an equal opportunity to amateur athletes, coaches, trainers, managers, administrators and officials to participate in squash competitions. The Board shall develop norms and procedures that favor transparency, open discussion, and the presentation of different views.

236 Section 4. *Exclusive Service.* No member of the Board shall be an Officer or Additional
237 Officer or participate in an official capacity in the governance of any Administrative
238 Region or District during their service as a member of the Board with the exception of ex
239 officio Directors.

240

241 Section 5. *Composition.* The Board shall have no fewer than fifteen (15) nor more than
242 thirty (30) voting members, at least two (2) of whom shall be Independent and one (1) of
243 whom shall be an Affiliated Member. The number of directors shall be fixed by the
244 Board each year, in advance of the Annual Meeting. Not less than 33.3% of the voting
245 members shall be Athlete Representatives nominated and elected in accordance with
246 Article XI (including not less than 20% who are 10 Year Athlete Representatives).
247 Athletes selected to serve on the Board or Executive Committee shall meet the
248 requirements established by the USOPC as set forth in Section 8.5 of the USOPC By-
249 laws, as amended or revised.

250

251 For purposes of this Section, “Independent” means, in the preceding five (5) years of
252 being elected and for his or her entire term of service and any successive term: the
253 individual has not been employed by or held any governance position (whether a paid or
254 volunteer position), and no immediate family member of the individual has been
255 employed by or held any governance position (whether a paid or volunteer position),
256 with the Association, the World Squash Federation or the Pan American Squash
257 Federation nor received any compensation from US Squash directly or indirectly; the
258 individual was not affiliated with or employed by, and no immediate family member of
259 the individual was affiliated with or employed by, or a partner, principal or manager of,
260 the Association’s outside auditor or outside counsel; the individual has not been a
261 member of the Association’s Athletes’ Advisory Council, or a member of any constituent
262 group with representation on the Board; the individual has not been a recipient of any
263 compensation from the Association as an executive officer, controlling shareholder, or
264 partner of a corporation or partnership or other business entity that does business with the
265 Association; the individual is not a parent or close family member or coach of an athlete
266 that has competed in Protected Competitions or belong to a membership category that
267 participates in competitions.

268

269 For purposes of this Section, an “Affiliated Member” is one who represents an
270 organization which conducts a national program or regular national competition in squash
271 at a level of proficiency appropriate for the selection of athletes to represent the United
272 States in international amateur athletic competition and provides representation that
273 reflects the nature, scope, quality, and strength of the programs and competitions of the
274 Association in relation to all other programs and competitions in the United States.

275

276 In addition to voting members, the Board may appoint up to four (4) ex officio non-
277 voting Directors. Ex officio Directors shall serve two-year terms, remaining eligible for
278 re- election in subsequent years, but not more than eight (8) years in total.

279

280 Section 6. *Election.* All new members of the Board, having been determined to be free of
281 of conflicts of interest, shall be elected at the Annual Meeting of the Members as
282 provided in Article IV except (i) members of the Board chosen to fill interim casual
283 vacancies as provided for in Section 20 of this Article VII, (ii) for the members of the
284 Board who are Athlete Representatives who shall be

285 nominated and elected by the Athletes' Advisory Council in accordance with Article XI,
286 and (iii) ex officio Directors who shall be appointed by the Board directly.

287

288 Section 7. *Staggered Terms.* The Board shall be divided into four classes, designated
289 Class I, Class II, Class III, and Class IV, each having a proportional number of Directors
290 based upon the then current size of the Board, except that all Athlete Representatives
291 shall be members of Class II. At each Annual Meeting, newly elected Directors for each
292 class shall hold office for a term of four (4) years beginning July 1 after the relevant
293 Annual Meeting and until the election and qualification of their respective successors in
294 office.

295

296 Section 8. *Limited Term; Extensions.* No Director shall serve in such capacity for more
297 than the period of two (2) full terms except for a Director elected as Chairman of the
298 Board in his second, third or fourth year of service in this position.

299

300 Section 9. *Partial Terms.* If a member of the Board is elected to fill less than four (4) years
301 of a term newly created, or vacated by a Board member who is removed, resigns, dies,
302 becomes disabled, or otherwise leaves office early, that member may be re-elected to two
303 (2) additional four-year terms.

304

305 Section 10. *Effective Date.* Except to fill an interim casual vacancy, all members of the
306 Board shall take office effective July 1 immediately following their election and shall hold
307 their offices until their respective successors are elected and qualify or until removed.

308

309 Section 11. *Athlete Representative Vacancies.* A vacancy for any cause occurring among
310 the persons so elected by the Athletes' Advisory Council shall be filled by the Athletes'
311 Advisory Council.

312

313 Section 12. *Meetings.*

314 a. *Annual and Quarterly Meetings.* The Board shall meet regularly and at least four
315 (4) times per year. Meetings of the Board shall be held on not less than ten (10)
316 days' notice to each Director either personally or by email, mail, telephone or
317 facsimile stating the time and place of the meeting.

318 b. *Special Meetings.* Special meetings of the Board of Directors may be called by the
319 Chairman or any four (4) directors together, provided that seven (7) days' notice is
320 given to each Director either personally or by email, mail, telephone, telegram, or
321 facsimile stating the time, place, and purpose of the meeting.

322 c. *Minutes.* Minutes of Board meetings, including attendance, the topics discussed,
323 decisions made, high-level topics discussed in executive session, conflict of interest
324 disclosures, and when individuals recuse themselves due to a conflict of interest
325 will be taken and made available online in a timely manner, not to exceed
326 quarterly.

327

328 Section 13. *Quorum.* Except as may be otherwise specifically provided by these By-Laws,
329 at all meetings of the Board, one-third (1/3) of the Board of Directors' membership shall
330 constitute a quorum, but fewer than a quorum shall have the power to adjourn from time to
331 time until a quorum be present.

332

333 Section 14. *Attendance.* Directors are expected to attend in person all regularly scheduled

334 in person meetings of the Board of Directors, though in exigent circumstances may
335 participate in a meeting by telephone. Any member of the Board of Directors who shall fail
336 to attend three (3) consecutive in person meetings without an explanation satisfactory to
337 the Chairman of the Board may lose his or her position as a member of the Board by vote
338 of the Board, and any person who shall so lose his or her position as a member of the Board
339 may not be re-elected to be a member of the Board for a period of two (2) years following
340 the date of such vote of the Board. The vacancy thus created shall be filled as provided in
341 Section 20 of this Article VII.

342
343 Section 15. *Guests.* Guests may attend Board meetings only upon invitation of the
344 Chairman of the Board or CEO.

345
346 Section 16. *Actions.* Any action required or permitted to be taken by the Board or any
347 committee thereof may be taken without a meeting if all members of the Board or
348 committee consent in writing to the adoption of a resolution authorizing the action. The
349 resolution and the written consents thereto by the members of the Board or committee shall
350 be filed with the minutes of the proceedings of the Board or committee. For purposes of
351 this Section 'consent in writing' shall include any form of electronic communication
352 directly from a Board (or as the case be, Committee) member, such as email, not directly
353 involving the physical transmission of paper, that otherwise creates a record
354 unambiguously attributable to that member that may be retained, retrieved and reviewed
355 by the designated recipient thereof, and that may be directly reproduced in paper form by
356 such a recipient suitable for placement with the organization's permanent records including
357 its minute book.

358
359 Section 17. *Athlete Representatives.* Pursuant to the By-laws of the USOPC, Athlete
360 Representatives shall equal at least 33.3% of voting membership on the Board unless an
361 exception is granted by the USOPC. At least 20% of the voting members of the Board shall
362 be 10 Year Athlete Representatives and the remaining Athlete Representatives on the
363 Board shall be either 10 Year or 10 Year+ Athlete Representatives. This requirement shall
364 be strictly enforced.

365
366 Section 18. *Outside Counsel.* The Board has the authority to retain such outside counsel,
367 auditors, experts, and other advisors as they determine necessary to assist them in the
368 performance of their functions.

369
370 Section 19. *Removal.* The Board shall have the power to suspend or expel any member of
371 the Board for any reason or no reason. Two thirds (2/3) of the votes cast shall be necessary
372 to remove a sitting member of the Board of Directors or a committee over that person's
373 objection. The Board of Directors may deliberate in an executive session without the
374 presence of the member in question before votes are cast and such member's vote shall not
375 be counted.

376
377 Section 20. *Interim Vacancies.* In the event that any member of the Board tenders his or
378 her resignation, is removed, becomes mentally incompetent, or otherwise becomes unable
379 to continue to serve this Association for any reason, such vacancies may be filled for the
380 unexpired term by a majority of the Directors then in office though less than a quorum, and
381 each Director so chosen shall hold office until the end of that unexpired term and until his
382 or her successor is elected and qualified or until his or her earlier resignation, removal,

383 mental incompetence or other inability to serve this Association.
384
385

386 **ARTICLE VIII** 387 **OFFICERS** 388

389 Section 1. *Officers.* The Officers of this Association shall be a Chairman of the Board, a
390 Vice Chair, a President and Chief Executive Officer (CEO), and a Secretary. The Board
391 shall have the power at any time to create and fill additional offices (such new officers
392 “Additional Officers”) and prescribe the duties thereof. No Officer or Additional Officers
393 of this Association shall be an officer of any other sports organization which is recognized
394 as a National Governing Body. The Officers of the Association shall have the authority and
395 shall exercise the powers and perform the duties specified below and as may be additionally
396 specified by the Board or these By-laws, except that in any event each Officer shall exercise
397 such powers and perform such duties as may be required by applicable law.
398

399 Section 2. *Chairman of the Board.*

- 400 a. *Election.* The Board shall elect a Chairman of the Board by a vote of Directors
401 holding a majority of the voting power of all Directors present at any meeting at
402 which a quorum is present.
- 403 b. *Authority.* The Chairman of the Board shall set and preside at all meetings of the
404 Board and shall determine the agenda for meetings of the Board. Members of the
405 Board may request that the Chairman of the Board include items on the agenda.
- 406 c. *Terms.* The Chairman of the Board shall serve a three (3) year term. Upon the
407 recommendation of the Nominating and Governance Committee noting special
408 circumstances, the Board may approve up to a one (1) year extension of such three
409 (3) year term. In no case shall the Chairman of the Board serve for more than a total
410 of four (4) years as Chairman of the Board. In circumstances where the Board elects
411 a Chairman of the Board whose three (3) year term as Chairman would otherwise
412 extend beyond his or her regular four (4) year term as a Board member, such
413 election and resultant term extension shall be subject to prompt review and approval
414 at the time of such election by the Nominating and Governance Committee. Such
415 circumstances shall not however require a re-nomination and in turn membership
416 voting approval as otherwise required by the Section 8. Limited Term; Extensions
417 provisions hereof that would otherwise be applicable to such a regular Board term
418 extension.
- 419 d. *Early Termination.* In the event of the resignation, removal, incapacity or death of
420 the Chairman of the Board, the remaining members of the Board of Directors may
421 either then elect a new Chairman of the Board or, in their discretion an Interim
422 Chairman of the Board, or wait until the next scheduled election of new Directors
423 and then elect a new Chairman of the Board.
424

425 Section 3. *Vice Chair of the Board.*

- 426 a. *Election.* The Board shall elect a maximum of two (2) Vice Chairs of the Board by
427 a vote of Directors holding a majority of the voting power of all Directors present
428 at any meeting at which a quorum is present.
- 429 b. *Authority.* A Vice Chair shall discharge the duties and obligations of the
430 Chairman in his or her absence or in case of his or her inability to serve and shall
431 maintain a portfolio of initiatives to lead, the scope of which shall be based upon

- 432 agreement with the Chairman of the Board. Vice Chairs may also serve as Standing
433 Committee Chairs.
- 434 c. *Terms.* A Vice Chair shall serve a one (1) year term and he or she shall be eligible
435 for re-election in subsequent years. In no case shall a Vice Chair serve in such
436 capacity for more than a total of four (4) years.
- 437 d. *Early Termination.* In the event of the resignation, removal, incapacity or death of
438 a Vice Chair, the remaining members of the Board of Directors may either then
439 elect a new Vice Chair or wait until the next scheduled election of new Directors
440 and then elect a new Vice Chair.

441

442 Section 4. *President and Chief Executive Officer.*

- 443 a. *General Duties and Authority.* The Association shall have a President and Chief
444 Executive Officer (CEO), who shall be the leader of management and vested with
445 the authority to make decisions on behalf of management. The CEO shall have
446 general day-to-day supervision of the direction and management of the affairs of
447 this Association and the functioning of the Association Office in accordance with
448 the Association's Policies and Procedures and shall see that all orders and
449 resolutions of the Board are carried into effect. The CEO shall also perform such
450 other duties and may exercise such other powers as from time to time may be
451 assigned to him by these By-laws or by the Board and may delegate responsibilities
452 to staff members under his supervision.
- 453 b. *Specific Duties.* The CEO shall oversee and supervise the (i) collection of all dues
454 and other revenues; (ii) the payment of bills; and (iii) preparation and maintenance
455 of all financial receipts and disbursements. The CEO shall annually submit to the
456 Board a proposed budget for the forthcoming fiscal year and present at the Annual
457 Meeting of the Members a report of the Board in the form required by Section 519
458 of the New York Not-for-Profit Corporation Law. The report shall be filed with the
459 records of this Association and a copy thereof filed with the minutes of the Annual
460 Meeting of the Members.
- 461 c. *Meetings and Voting.* The CEO shall have a standing invitation to attend all meetings
462 of the Members, the Board, and Committees except that the CEO shall not attend
463 portions of meetings of the Board that are designated as "executive session" at the
464 discretion of the Chairman of the Board or a majority of the Directors. The presence
465 of the CEO at meetings of the Board shall not be required or counted thereat for
466 quorum purposes. The CEO shall not be a member of the Board. The CEO shall be
467 entitled to vote as a Member in all votes by the membership.
- 468 d. *Task Forces and Councils.* The CEO shall have the authority to appoint advisory
469 task forces or councils as he or she deems necessary. He or she shall appoint the
470 members of such task forces or councils and define the mission of such task forces
471 or councils. He or she shall also be responsible for oversight of such groups and for
472 evaluating their performance and may utilize the volunteer services of
473 knowledgeable individuals within or outside this Association's membership to
474 provide assistance.
- 475 e. *Hiring and Tenure.* The Board of Directors shall hire and supervise the CEO pursuant
476 to a customary and reasonable executive employment agreement for whatever term
477 the Board deems appropriate, but in no event shall the contract term exceed four
478 (4) years absent a formal Board review and negotiation for extension or renewal.

479 Section 5. *Secretary.*

- 480 a. *Selection and Delegation of Functions.* The CEO shall select a member of the staff
481 to be designated as the Association's corporate Secretary. The CEO shall have
482 managerial discretion to perform or delegate to the Secretary any (or all) of the
483 functions of the Secretary unless otherwise prescribed by applicable law.
- 484 b. *Functions.* The Secretary shall perform all of the ministerial functions of a
485 corporate secretary that are customarily required under applicable corporate law,
486 including: (i) keeping the minutes of the proceedings of the Board and Annual
487 Meeting of Members; (ii) seeing that all notices are duly given in accordance with
488 the provisions of these By-laws; and, (iii) organizing and maintaining custody of
489 the Association's corporate records including the records for the above-listed
490 functions all within its Minute Books, as well as all of the agendas, minutes, and
491 meeting notes for all of the Standing Committees in files to be maintained for each
492 Standing Committee.
- 493 c. *Assistant Secretary.* In addition to designating a Secretary the CEO may also
494 designate a member of the staff to serve as an Assistant Secretary to assist with all
495 or part of the Secretary's functions.
- 496 d. *Term and Vacancies.* The term(s) of office of the Secretary and the Assistant
497 Secretary, if any, is unlimited. The Secretary shall hold office until his or her
498 employment by the Association ends, when the CEO designates a different
499 individual to serve as Secretary, or until the Secretary's earlier resignation, removal
500 by the CEO, incapacity, disability or death. In any circumstance in which the CEO
501 has not designated an employee to serve as Secretary, the Board of Directors may
502 select a Director of the Board or another individual employed by the Association to
503 serve as Secretary.
- 504 e. *Board Meeting Minute Taking and Attendance Prerogative.* In any circumstances
505 where the Secretary (or Assistant Secretary) would otherwise be responsible for
506 attending and maintaining the minutes for all or any part of any Board meeting, the
507 Chairman of the Board shall have the option to designate another member of the
508 Board (or the CEO), to maintain the minutes for all or part of any such Board
509 meeting in lieu of the Secretary (or Assistant Secretary) being required to be in
510 attendance for all or part of such a Board meeting.

511
512
513 **ARTICLE IX**
514 **STANDING COMMITTEES**
515

516 Section 1. *Standing Committees.* There shall be six (6) Standing Committees: (i)
517 Nominating and Governance; (ii) Finance and Investment; (iii) Institutional Advancement;
518 (iv) Audit and Risk; (v) Judicial; (vi) Executive; and National Team Selection. Each
519 Standing Committee shall consist of not less than three (3) and not more than six (6)
520 voting members and shall have an elected Chairperson and may have, at his or her
521 discretion, a Board-elected Vice Chair. Section 2. *Chairperson and Vice Chair Election*
522 *and Term.* Except as otherwise expressly provided under the specific rules for the
523 applicable standing committee, regular vacancies with respect to the Chairperson of any
524 Standing Committee shall be filled by the Board prior to June 30 to be effective July 1
525 immediately following his or her election. The term of a Chairperson and Vice Chair shall
526 be one (1) year and he or she shall be eligible for re-

527 election in subsequent years except as otherwise expressly provided under the specific rules
528 for the applicable Standing Committee. Pursuant to the By-laws of the USOPC, Athlete
529 Representatives shall equal at least (33.3%) of the voting membership of all committees
530 of the Association making decisions or recommendations directly impacting the
531 Association's elite athletes (collectively, "Designated Committees"), unless an exception
532 is granted by the USOPC. At least half of all Athlete Representatives on Designated
533 Committees shall be 10 Year Athlete Representatives and the remaining Athlete
534 Representatives shall be either 10 Year or 10 Year+ Athlete Representatives. Athlete
535 Representatives on any committee other than a Designated Committee shall be Actively
536 Engaged Athlete Representatives. At no time shall any such committee or any of its
537 subcommittees fail to meet the Athlete Representative requirement. Standing Committees
538 are considered Designated Committees.

539

540 Section 3. *Standing Committee Assignments and Requirements.* Except as otherwise
541 expressly provided for herein below under the specific rules for a particular Standing
542 Committee, Standing Committee assignments, including the election of any Standing
543 Committee Chairperson, shall be made by the Board in consultation with the Nominating
544 and Governance Committee. Athlete Representatives shall equal at least 33.3% of the
545 voting membership of all Standing Committees. At least half of all Athlete Representatives
546 on Standing Committees shall be 10 Year Athlete Representatives and the remaining
547 Athlete Representatives shall be either 10 Year or 10 Year+ Athlete Representatives. Each
548 Standing Committee shall consistently seek participation by both men and women.

549

550 Section 4. *Term and Term Limits.* Except as otherwise expressly provided herein below,
551 Standing Committee members shall serve for two (2) year terms or for such additional time
552 as the Board deems appropriate but not longer than four (4) years, unless the Nominating
553 and Governance Committee expressly approves a term extension or renewal beyond four
554 (4) years after due consideration and review.

555

556 Section 5. *Removal.* The Board shall have the power to suspend or expel any member of a
557 Standing Committee for any reason or no reason. Two-thirds (2/3) of the votes cast shall
558 be necessary to remove a sitting member of a Standing Committee over that person's
559 objection. In a case where the Standing Committee member in question is also a member
560 of the Board, the Board may deliberate in an executive session without the presence of the
561 member before votes are cast and such member's vote shall not be counted.

562

563 Section 6. *Interim Vacancies.* Interim casual vacancies on a Standing Committee shall be
564 filled by the Chairman of the Board for the unexpired term and if such vacancy requires an
565 Athlete Representative to be replaced, such vacancy shall be filled by the Chairman of the
566 Board with an Athlete Representative recommended by the Athletes' Advisory Council.

567

568 Section 7. *Quorum and Attendance.* A majority of the members of a Standing Committee
569 shall constitute a quorum, but fewer than a quorum shall have the power to adjourn from
570 time to time until a quorum is present. Committee members are expected to attend all
571 regularly scheduled meetings. Any committee member who shall fail to attend four (4)
572 consecutive regularly scheduled meetings without an explanation satisfactory to the
573 Committee Chairperson may lose his or her position as a member of the committee at the
574 discretion of the Committee Chairperson, and any person who shall so lose his or her
575 position may not be re-elected to be a member of a committee or the Board of Directors

576 for a period of two (2) years.

577

578 Section 8. *Board Interface and Agendas.* Each Standing Committee shall have the right to
579 submit any matters within its scope for consideration directly to the Board. Standing
580 Committee agendas shall be developed by the committee Chairperson in consultation with
581 the appropriate members of management and with the input of other Directors.

582

583 Section 9. *Committee Charters.* All Standing Committees shall adopt written policies and
584 procedures that shall be approved by the Board which shall govern such Standing
585 Committee's operations and policies (each a "Committee Charter"). The current
586 Committee Charter for each Standing Committee shall at all times be published on the
587 principal website for the Association.

588

589 Section 10. *Ex Officio Appointments.* In addition to voting members, the Board may elect
590 up to four (4) ex officio non-voting members to any Standing Committee. Ex officio
591 members shall be elected by the Board in consultation with the Nominating and
592 Governance Committee. The term of each ex officio member shall be (1) one year, unless
593 a shorter time is designated by the Board at the time of election, and the member shall be
594 eligible for re-election in subsequent years, but not more than eight (8) years in total.

595

596 Section 11. *Specific Standing Committees Provisions.*

597

598 (1) Nominating and Governance Committee

599

- 600 a. *Authority.* The Nominating and Governance Committee shall be responsible
601 for identifying, evaluating, and recommending for nomination by the
602 Committee, all non-Athlete Representative candidates for membership on
603 the Board. The Nominating and Governance Committee shall consult with
604 the Board with regard to appointing members of the Standing Committees.
605 The Nominating and Governance Committee shall also be responsible for
606 such other activities as specified in its Committee Charter.
- 607 b. *Composition.* The Nominating and Governance Committee shall consist of
608 three (3) voting members, all of whom shall be Directors and at least one
609 (1) of whom shall qualify as an Athlete Representative.
- 610 c. *Chairperson and Vice Chair.* The Chairperson of the Nominating and
611 Governance Committee shall be elected by the Board. At no time shall the
612 Chairman of the Board be the Chairperson of the Nominating and
613 Governance Committee. A Vice Chair of the committee may be elected by
614 the Board at the discretion of the Chairperson.
- 615 d. *Election.* Members of the Nominating and Governance Committee shall be
616 elected by the Board except for the Athlete Representative, who shall be
617 elected by the Athletes' Advisory Council.

618

619 (2) Finance and Investment Committee

620

- 621 a. *Authority.* The Finance and Investment Committee shall oversee the
622 preparation and review of the annual budget for the Association to be
623 prepared by the CEO and to be submitted for the forthcoming fiscal year to
624 the Board prior to the end of the fiscal year preceding the budget year. This

625 Committee shall oversee all general budgeting and financial planning of the
626 Association. The Finance and Investment Committee shall oversee the
627 capital investments of the Association in accordance with applicable
628 fiduciary standards. This Committee may also submit recommendations to
629 the Board concerning any matter relating to the financial affairs of this
630 Association. The Finance and Investment Committee shall also be
631 responsible for such other activities as specified in its Committee Charter.

632 b. *Composition.* The Finance and Investment Committee shall consist of
633 three (3) voting members, all of whom shall be Directors and at least one (1)
634 member who shall be an Athlete Representative.

635 c. *Chairperson and Vice Chair.* The Chairperson of the Finance and
636 Investment Committee shall be elected by the Board and be a member of
637 the Board. The Chairman of the Board shall not be the Chairperson of the
638 Finance and Investment Committee. A Vice Chair of the committee may be
639 elected by the Board at the discretion of the Chairperson.

640 d. *Election.* Members of the Finance and Investment Committee shall be
641 elected by the Board except for the Athlete Representative, who shall be
642 elected by the Athletes' Advisory Council.

643

644 (3) Institutional Advancement Committee

645

646 a. *Authority.* The Institutional Advancement Committee shall assist the
647 Association reach fundraising goals through donor identification,
648 relationship building, cultivation, and solicitation as well as serve as a forum
649 for new ideas regarding development campaigns, infrastructure, and
650 contacts. The Institutional Advancement Committee shall support all
651 Association Funds. The Institutional Advancement Committee shall also be
652 responsible for such other activities as specified in its Committee Charter.

653 b. *Composition.* The Institutional Advancement Committee shall consist of
654 three (3) voting members, all of whom shall be members of the Board and
655 at least one (1) member shall be an Athlete Representative.

656 c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the
657 Institutional Advancement Committee who must be a member of the Board.
658 A Vice Chair of the committee may be elected by the Board at the discretion
659 of the Chairperson.

660 d. *Election.* Members of the Institutional Advancement Committee shall be
661 elected by the Board except for the Athlete Representative, who shall be
662 elected by the Athletes' Advisory Council.

663

664 (4) Audit and Risk Committee

665

666 a. *Authority.* The Audit and Risk Committee shall: oversee the selection and
667 retention of independent auditors and ensure that audits are undertaken
668 annually, and that such audits are objective and in accordance with
669 Generally Accepted Accounting Principles ("GAAP"); review with the
670 CEO, independent auditors and others as this Committee deems
671 appropriate, the Association's internal system of audit and financial controls
672 and the results of internal and independent audits; assist in the oversight of
673 the Association's compliance with legal and regulatory requirements; assist

674 in the oversight of the Association’s risk management function and efforts,
675 including disaster recovery, cybersecurity, insurance and athlete safety.
676 This Committee shall also be responsible for such other activities as
677 specified in its Committee Charter.

678 b. *Composition.* The Audit and Risk Committee shall consist of three voting
679 (3) members, all of whom shall be members of the Board and at least one
680 (1) of whom shall be an Athlete Representative.

681 c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the
682 Audit and Risk Committee who must be a Board member. A Vice Chair of
683 the Committee may be elected by the Board at the discretion of the
684 Chairperson.

685 d. *Election.* Members of the Audit and Risk Committee shall be elected by the
686 Board except for the Athlete Representatives, who shall be elected by the
687 Athletes’ Advisory Council.
688

689 (5) Judicial Committee
690

691 a. *Authority.* The Judicial Committee shall rule upon all matters concerning
692 any and all discipline, suspension or disqualification of individual members
693 of this Association. The Judicial Committee shall use standards of fair play
694 and the spirit of sportsmanship inherent in the rules of squash as guidelines
695 to resolve matters, questions, appeals, and disputes related to ethics,
696 conflicts of interest, grievances, and violations of rules and regulations
697 involving members of this Association. The Judicial Committee shall also
698 be responsible for such other activities as specified in its Committee
699 Charter.

700 b. *Composition.* The Judicial Committee shall consist of three (3) voting
701 members, a minority of whom shall be a member of the Board. At least one
702 (1) member shall be an Athlete Representative. All members of the
703 Judicial Committee shall be independent as defined in its Committee
704 Charter.

705 c. *Chairperson and Vice Chair.* The Board shall elect the Chairperson of the
706 Judicial Committee. At no time will the Chairperson of the Judicial
707 Committee be a member of the Board of Directors. A Vice Chair of the
708 committee may be elected by the Board at the discretion of the Chairperson.

709 d. *Election.* Each casual and regular vacancy on the Judicial Committee shall
710 be filled by the Nominating and Governance Committee except with respect
711 to the Athlete Representative, who shall be elected by the Athletes’
712 Advisory Council.
713

714 (6) Executive Committee
715

716 a. *Authority.* The Executive Committee shall be empowered to act with
717 delegated authority from the Board of Directors on all matters requiring
718 Board attention between meetings of the full Board with the exception of
719 the following: (i) approving amendments to the By-laws; (ii) selecting the
720 CEO; (iii) electing officers of the Association or Standing Committee
721 Chairs; (iv) filling casual vacancies of Directors; (v) approving the annual

- 722 budget; (vi) or approving settlement agreements on behalf of the
723 Association The Executive Committee shall serve as the Association's
724 Compensation Committee.
- 725 b. *Composition.* The Executive Committee shall consist of the Chairman of
726 the Board, a Board Vice Chair (if appointed), the Chairperson of the
727 Finance and Investment Committee, the Chairperson of the Nominating and
728 Governance Committee, and the USOPC Athlete Representative and
729 Alternate Representative.
- 730 c. *Chairperson and Vice Chair.* The Chairman of the Board and Vice Chair of
731 the Board shall serve as the Chairperson and Vice Chair of the Executive
732 Committee.

733

734 (7) National Team Selection Committee

735

- 736 a. *Authority.* The National Team Selection Committee shall administer the
737 process of selecting athletes for Delegation Events including the World
738 Championships, Pan American Games and the Olympic Games. The
739 National Team Selection Committee shall establish the criteria in
740 consultation with the USOPC in accordance with World Squash
741 Federation rules and regulations and shall (i) oversee the interpretation of
742 selection criteria (ii) appointing team members; (iii) manage the
743 replacement and removal of athletes per the criteria; (iv) refer disputed
744 matters to the Judicial Committee as required and appropriate.
- 745 b. *Composition.* The National Team Selection Committee shall consist of the
746 CEO (Chair), Head National Coach, Chief Program Officer, Junior High
747 Performance Director, the USOPC Athlete Representative and Alternate
748 Representative.
- 749 c. *Chairperson and Vice Chair.* The CEO shall serve as the Chairperson of
750 the National Team Selection Committee.

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ARTICLE X

754

OTHER COMMITTEES AND APPOINTEES

755

756 Section 1. *Appointment of Special Committees.* The Chairman of the Board or CEO may
757 appoint and remove such other ad hoc or special committees, including the respective
758 Chairperson(s) and committee members, from time to time as they may deem necessary
759 for the proper functioning of this Association.

760

761 Section 2. *Appointment of Other Professionals.* The CEO may appoint such auditors,
762 consultants, attorneys, and advisors from time to time as he or she may deem necessary for
763 the proper functioning of this Association. Any reports, analysis, opinions, memoranda or
764 other disclosures (such as quarterly and annual audits, pending litigation or financial
765 analysis) performed by such auditors, consultants, attorneys and advisors shall be
766 submitted to the Board as soon as practicable, but no later than the next meeting called by
767 order of the Chairman of the Board or at the request of any four (4) of its members pursuant
768 to Article X. A copy of any such report, analysis, opinion, memorandum or other disclosure

769 shall be available at the Association Office.

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ARTICLE XI

773

ATHLETES' ADVISORY COUNCIL, ATHLETE DIRECTORS AND ATHLETE REPRESENTATIVES

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Section 1. *Designation.* This Association shall have an Athletes' Advisory Council consisting of all qualified Athlete Representatives who are a "10 Year Athlete Representative". This Association shall also have a representative and an alternate representative to the Team USA Athletes' Commission. The Athletes' Advisory Council is considered a Designated Committee.

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Section 2. *Athlete Representative - Definitions.* Athlete Representatives must have represented the United States in the Olympic, Pan American or Paralympic Games, World Championships, or an event designated as an Operation Gold event. "10 Year Athlete Representative" means an athlete who has met the definition of an Athlete Representative within the ten (10) years preceding election. "10 Year+ Athlete Representative" means an athlete who has at any point, but not within 10 years prior to election/selection, met the definition of an Athlete Representative. "Actively Engaged Athlete Representative" means an athlete who qualifies as a 10 Year or 10 Year+ Athlete Representative, or who has been actively engaged in 24 months prior to election/selection in competition sanctioned by the Association (as defined by the Athletes' Advisory Council and approved by the NGB Athlete Representation Review Working Group of the USOPC, which may include events that categorize entrants in age restricted classifications. The definitions of Athlete Representatives may be modified from time to time in accordance with USOPC By-laws. The Athletes' Advisory Council and the Nominating and Governance Committee shall develop a process to jointly identify and vet candidates to serve as Athlete Representatives.

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Section 3. *Chairperson.* The Athletes' Advisory Council shall elect from among its members, by majority vote, a Chairperson. The term of office of the Chairperson shall be four (4) years. The newly elected Chairperson shall take office immediately. The Chairperson shall hold office until the Chairperson's successor is elected and qualified, or until the Chairperson's earlier resignation, removal, incapacity, disability or death.

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Section 4. *Athlete Directors.* The Athletes' Advisory Council shall elect from among its members, Athlete Directors on the Board of Directors.

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Section 5. *Procedures.* The Athletes' Advisory Council shall establish procedures for conducting its business and affairs. Such procedures shall be published and available on this Association's primary website.

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Section 6. *Meetings.* Meetings of the Athletes' Advisory Council may be called by order of the Chairperson of the Athletes' Advisory Council on thirty (30) days' notice to each Athlete Representative, stating the time, place and purpose of the meeting. Notice shall be given in person or by mail, telephone, facsimile or email. There shall be at least one (1) meeting held each year at the Annual Meeting of the Members for the purpose of electing Athlete Directors.

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817 Section 7. *Voting.* Voting at meetings of the Athletes’ Advisory Council may be in person
818 or by proxy and each Athlete Representative, in good standing, shall be entitled to cast one
819 (1) vote. Votes shall be determined by a majority of votes cast. A majority of Athlete
820 Representatives present at a meeting or voting, in person or by proxy, shall constitute a
821 quorum. The Athletes’ Advisory Council may meet and vote by the use of conference
822 telephone or similar communications equipment in accordance with the provisions of
823 Article V, Section 2, of these By-laws. The Chairperson of the Athletes’ Advisory Council
824 shall preside at the meetings of the Athletes’ Advisory Council.

825
826 Section 8. *Nominations.* The Athletes’ Advisory Council shall nominate and elect (i) the
827 Chairperson, (ii) two Athlete Representatives to serve as the Team USA Athletes’
828 Commission representative and alternate, and (iii) such number of Athlete Representatives
829 as provided under Section 5 of Article VII to serve as Athlete Directors. Athlete
830 representatives on the Team USA Athletes’ Commission must be elected consistent with the
831 Team USA Athletes’ Commission By-laws.

832
833 *Section 9. Eligibility to Serve on Team USA Athletes’ Commission.* In order to be eligible to
834 run for election as an Athlete Director on the Team USA Athletes’ Commission, an
835 individual shall be a citizen of the United States and eighteen (18) years of age or older by
836 December 31 of the year in which the election is held. Athlete Representatives may not be
837 drawn from events that categorize entrants in age-restricted classifications commonly
838 known as “Masters,” “Seniors,” “Veterans” or other similarly designated age-restricted
839 competitions. This provision is not meant to exclude from eligibility athletes who compete
840 in an event for which the International Olympic Committee or World Squash Federation
841 has established an age restriction but who otherwise meet the standard set forth. The
842 Secretary or the Association Office shall keep an updated list of the Athlete
843 Representatives, their addresses and any other contact information, and shall certify which
844 Athlete Representatives are in good standing for purposes of voting at meetings of the
845 Athletes’ Advisory Council.

846 847 848 **ARTICLE XII**

849 **ADMINISTRATIVE REGIONS AND DISTRICT ASSOCIATIONS**

850
851 Section 1. *Administrative Regions.* The Board of Directors shall divide the United States
852 into Administrative Regions as the Board determines will best serve the interests of the
853 sport of squash. The purpose of the Administrative Regions shall be to promote, develop
854 and increase participation in squash and conduct regional activities that promote the
855 mission of this Association as determined by the Board of Directors.

856
857 Section 2. *District Associations.* The Board of Directors shall divide the United States into
858 District Associations and decide into which Administrative Region each District
859 Association will be placed as the Board determines will best serve the interests of the sport
860 of squash. The purpose of the District Associations shall be to promote, develop and
861 increase participation in squash and conduct local activities that promote the mission of
862 this Association as determined by the Board of Directors.

863 864 865 **ARTICLE XIII**

866 NOTICES

867
868 Section 1. *Generally.* Every Member of this Association shall furnish an address to which
869 all notices and communications may be sent by mail or otherwise. The sending of any such
870 notice or communication to the address so furnished, or if no such address shall be
871 furnished, to the last known address, shall constitute proper service thereof. Notice may
872 also be given given by email, mail, telephone or facsimile provided that such information
873 has been furnished by the Member and any such notice by telephone, facsimile or
874 confirmed receipt email shall constitute proper service to that Member. It shall be the
875 duty of each Member to update his or her contact information.

876
877 Section 2. *Waiver.* Whenever any notice is required to be given under the provisions of the
878 statutes or of this Association's Certificate of Incorporation or of these By-laws, a waiver
879 thereof in writing signed by the person entitled to said notice, whether before or after the
880 time stated therein, shall be deemed equivalent thereto.

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882 **ARTICLE XIV**
883 **DUES**

884 Membership fees and dues for all classes of Association Membership shall be established
885 by the Board.

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888 **ARTICLE XV**
889 **FISCAL YEAR AND SEAL**

890
891 Section 1. *Duration.* The fiscal year of this Association shall be from July 1 through June
892 30.

893
894 Section 2. *Seal.* The seal of this Association shall be circular in form and shall bear the
895 name of this Association and the state and year of its incorporation.

896
897
898 **ARTICLE XVI**
899 **INDEMNIFICATION**

900
901 This Association shall, to the fullest extent now or hereafter permitted by New York law,
902 indemnify any person made, or threatened to be made, a party to any action or proceeding
903 by reason of the fact that he, his testator or intestate was a Director, Officer, employee or
904 agent of this Association, against judgments, fines, amounts paid in settlement and
905 reasonable expenses, including costs and attorneys' fees when and as incurred in defending
906 such action or proceeding, whether or not such person is then a Director, Officer, employee
907 or agent of this Association.

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910 **ARTICLE XVII**
911 **RULES OF CONSTRUCTION**

915 All references to gender in these By-laws shall include both the masculine and feminine
916 unless the context requires otherwise. Words importing the singular shall be deemed to
917 include the plural and vice versa.

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920 **ARTICLE XVIII**
921 **AMENDMENTS**

922

923 Section 1. *Modifications Generally.* These By-laws may be added to, amended or repealed
924 by the affirmative vote of two-thirds (2/3) of the Directors present at a Board of Directors
925 meeting at which a quorum is present and voting. Amendments may also be approved by
926 the affirmative vote of two-thirds (2/3) of the Members present and entitled to vote at a
927 Meeting of the Members of this Association at which a quorum is present and voting.

928

929 Section 2. *Notice.* Amendments of these By-laws shall be proposed only by the Board of
930 Directors and the substance thereof shall be set forth in the notice of the meeting at which
931 such amendment is to be approved.

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934 **ARTICLE XIX**
935 **MISCELLANEOUS**

936

937 Section 1. *Independence.* This Association shall be autonomous in the governance of the
938 sport of squash and shall independently determine and control all matters central to such
939 governance. It shall not be a member of any international sports federation other than the
940 World Squash Federation which governs a sport included on the program of the Olympic
941 Games or the Pan American Games.

942

943 Section 2. *Arbitration.* This Association shall submit to binding arbitration conducted in
944 accordance with the commercial rules of the American Arbitration Association in any
945 controversy involving its recognition as a National Governing Body, as provided for in
946 Article VIII of the Constitution of the USOPC, or involving the opportunity of any amateur
947 athlete, coach, trainer, manager, administrator or official to participate in amateur athletic
948 competition, as provided for in Article IX of the Constitution of the USOPC.